

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
)	Related to Docket No. 24738
)	
Debtors.)	Objection Deadline: May 24, 2010, at
)	4:00 p.m. (prevailing eastern time)

**AMENDMENT TO KIRKLAND & ELLIS LLP'S MARCH 2010 FEE APPLICATION AS
BANKRUPTCY COUNSEL TO W. R. GRACE & CO., ET AL., TO TAKE VOLUNTARY
REDUCTION OF FEES FOR CERTAIN TIME AND EXPENSES BILLED**

On May 4, 2010, Kirkland & Ellis LLP ("K&E") filed its Summary Application for Compensation for Services and Reimbursement of Expenses as Bankruptcy Counsel to W. R. Grace & Co., et al., for the Monthly Interim Period from March 1, 2010 through March 31, 2010 (Dkt. No. 24738) (the "March 2010 Fee Application"). The reductions amount to a voluntary reduction of **\$45,785.00** in fees and **\$2,154.63** in expenses that were included as part of the March 2010 Fee Application. The itemized reductions are set forth in detail at **Exhibit A** hereto.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

WHEREFORE, K&E respectfully requests (a) that an allowance be made to it, as fully described above and in the March 2010 Fee Application for the (i) 80% of the amount of **\$371,105.00.00** (previously \$416,890.00) for reasonable and necessary professional services K&E has rendered to the Debtors during the Fee Period (**\$296,884.00**) (previously \$333,512.00) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by K&E during the Fee Period (**\$7,473.01**) (previously \$9,627.64); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Dated: May 24, 2010

Respectfully submitted,

KIRKLAND & ELLIS LLP

A handwritten signature in black ink, appearing to read 'Theodore L. Freedman', is written over a horizontal line.

Theodore L. Freedman
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